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STATEMENT UNDER 37 CFR 3.73(b)

Applicant/Patent Owner: MedImmune, LLC

Application No./Patent No.: 09/724,416

Filed/Issue Date: 11/28/2000

Entitled: Recombinant Negative Strand RNA Virus Expression Systems

MedImmune, LLC

(Name of Assignee)

, a corporation

(Type of Assignee, e.g., corporation, partnership, university, government agency, etc.)

states that it is:

1. ☒ the assignee of the entire right, title, and interest; or
2. ☐ an assignee of less than the entire right, title and interest
(The extent (by percentage) of its ownership interest is _____ %)

in the patent application/patent identified above by virtue of either:

- A. ☒ An assignment from the inventor(s) of the patent application/patent identified above. The assignment was recorded in the United States Patent and Trademark Office at Reel 011706, Frame 0504, or for which a copy therefore is attached.

OR

- B. ☐ A chain of title from the inventor(s), of the patent application/patent identified above, to the current assignee as follows:

1. From: _____ To: _____

The document was recorded in the United States Patent and Trademark Office at

Reel _____, Frame _____, or for which a copy thereof is attached.

2. From: _____ To: _____

The document was recorded in the United States Patent and Trademark Office at

Reel _____, Frame _____, or for which a copy thereof is attached.

3. From: _____ To: _____

The document was recorded in the United States Patent and Trademark Office at


Reel _____, Frame _____, or for which a copy thereof is attached.

☐ Additional documents in the chain of title are listed on a supplemental sheet.

- ☒ As required by 37 CFR 3.73(b)(1)(i), the documentary evidence of the chain of title from the original owner to the assignee was, or concurrently is being, submitted for recordation pursuant to 37 CFR 3.11.

[NOTE: A separate copy (i.e., a true copy of the original assignment document(s)) must be submitted to Assignment Division in accordance with 37 CFR Part 3, to record the assignment in the records of the USPTO. See MPEP 302.08]

The undersigned (whose title is supplied below) is authorized to act on behalf of the assignee.


Signature

11-13-08
Date

Jonathan Klein-Evans

Printed or Typed Name

301-398-4156

Telephone Number

Vice President, Intellectual Property

Title

This collection of information is required by 37 CFR 3.73(b). The information is required to obtain or retain a benefit by the public which is to file (and by the USPTO to process) an application. Confidentiality is governed by 35 U.S.C. 122 and 37 CFR 1.11 and 1.14. This collection is estimated to take 12 minutes to complete, including gathering, preparing, and submitting the completed application form to the USPTO. Time will vary depending upon the individual case. Any comments on the amount of time you require to complete this form and/or suggestions for reducing this burden, should be sent to the Chief Information Officer, U.S. Patent and Trademark Office, U.S. Department of Commerce, P.O. Box 1450, Alexandria, VA 22313-1450. DO NOT SEND FEES OR COMPLETED FORMS TO THIS ADDRESS. SEND TO: Commissioner for Patents, P.O. Box 1450, Alexandria, VA 22313-1450.

If you need assistance in completing the form, call 1-800-PTO-9199 and select option 2.



2428

UNITED STATES DEPARTMENT OF COMMERCE
Patent and Trademark Office
ASSISTANT SECRETARY AND COMMISSIONER
OF PATENTS AND TRADEMARKS
Washington, D.C. 20231

JULY 02, 2001

PTAS



101685440A

PENNIE & EDMONDS LLP
LAURA A. CORUZZI
1155 AVENUE OF THE AMERICAS
NEW YORK, NEW YORK 10036

7682-052-979

UNITED STATES PATENT AND TRADEMARK OFFICE
NOTICE OF RECORDATION OF ASSIGNMENT DOCUMENT

THE ENCLOSED DOCUMENT HAS BEEN RECORDED BY THE ASSIGNMENT DIVISION OF THE U.S. PATENT AND TRADEMARK OFFICE. A COMPLETE MICROFILM COPY IS AVAILABLE AT THE ASSIGNMENT SEARCH ROOM ON THE REEL AND FRAME NUMBER REFERENCED BELOW.

PLEASE REVIEW ALL INFORMATION CONTAINED ON THIS NOTICE. THE INFORMATION CONTAINED ON THIS RECORDATION NOTICE REFLECTS THE DATA PRESENT IN THE PATENT AND TRADEMARK ASSIGNMENT SYSTEM. IF YOU SHOULD FIND ANY ERRORS OR HAVE QUESTIONS CONCERNING THIS NOTICE, YOU MAY CONTACT THE EMPLOYEE WHOSE NAME APPEARS ON THIS NOTICE AT 703-308-9723. PLEASE SEND REQUEST FOR CORRECTION TO: U.S. PATENT AND TRADEMARK OFFICE, ASSIGNMENT DIVISION, BOX ASSIGNMENTS, CG-4, 1213 JEFFERSON DAVIS HWY, SUITE 320, WASHINGTON, D.C. 20231.

RECORDATION DATE: 04/18/2001

REEL/FRAME: 011706/0504
NUMBER OF PAGES: 9

BRIEF: ASSIGNMENT OF ASSIGNOR'S INTEREST (SEE DOCUMENT FOR DETAILS).

ASSIGNOR:
JIN, HONG

DOC DATE: 04/02/2001

ASSIGNOR:
TANG, RODERICK

DOC DATE: 04/02/2001

ASSIGNOR:
LI, SHENGQIANG

DOC DATE: 03/30/2001

ASSIGNOR:
BRYANT, MARTIN

DOC DATE: 03/30/2001

ASSIGNEE:
AVIRON, INC.
297 NORTH BERNARDO AVENUE
MOUNTAIN VIEW, CALIFORNIA 94043

SERIAL NUMBER: 09724416✓
PATENT NUMBER:

FILING DATE: 11/28/2000
ISSUE DATE:

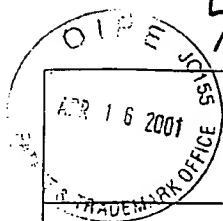
FILED TO J. Ben

JUL 06 2001

Pat. & Trademark

011706/0504 PAGE 2

ALLYSON PURNELL, EXAMINER
ASSIGNMENT DIVISION
OFFICE OF PUBLIC RECORDS



4/16/01

04-18-01

D/S

Ex

04-25-2001

RECORDATION FORM COVER SHEET
PATENTS ONLY

101685440

TO THE HONORABLE COMMISSIONER OF PATENTS AND TRADEMARKS
Box Assignment
Washington, DC 20231

Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): Hong JIN Roderick TANG Shengqiang LI Martin BRYANT Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		2. Name and address of receiving party(ies): Name: <u>Aviron, Inc.</u> Address: <u>297 North Bernardo Avenue</u> <u>Mountain View, CA 94043</u> Country (if other than USA): _____									
3. Nature of conveyance: <input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____ Execution Date: <u>April 2, 2001;</u> <u>April 2, 2001;</u> <u>March 30, 2001; and</u> <u>March 30, 2001; respectively</u>											
4. Application number(s) or patent number(s): If this document is being filed together with a new application, the execution date of the application is: _____ A. Patent Application No.(s) <u>09/724,416</u> filed <u>November 28, 2000</u> B. Patent No.(s) _____ Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No											
5. Name and address of party to whom correspondence concerning document should be mailed: PENNIE & EDMONDS LLP 1155 Avenue of the Americas New York, NY 10036		6. Number of applications and patents involved: <u>one</u> 7. Total fee (37 CFR 3.41):\$ <u>40.00</u> Please charge to the deposit account listed in Section 8. 8. Deposit account number: <u>16-1150</u>									
DO NOT USE THIS SPACE											
9. Statement and signature. <i>To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.</i> <table><tr><td><u>Laura A. Coruzzi</u></td><td><u>30,742</u></td><td><u>Laura A. Coruzzi</u></td><td><u>by: Jacqueline Dunn</u></td></tr><tr><td>Name of Person Signing</td><td>Reg. No.</td><td>Signature</td><td>Date</td></tr></table> Total number of pages including cover sheet in duplicate: <u>10</u>				<u>Laura A. Coruzzi</u>	<u>30,742</u>	<u>Laura A. Coruzzi</u>	<u>by: Jacqueline Dunn</u>	Name of Person Signing	Reg. No.	Signature	Date
<u>Laura A. Coruzzi</u>	<u>30,742</u>	<u>Laura A. Coruzzi</u>	<u>by: Jacqueline Dunn</u>								
Name of Person Signing	Reg. No.	Signature	Date								

04/26/2001 GTON11 00000136 161150

09724416

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignment
Washington, D.C. 20231

01 FC:581

40.00 CH

ASSIGNMENT

WHEREAS, WE, Hong Jin, a citizen of the People's Republic of China, residing at 22385 Santa Paula Avenue, Cupertino, CA 95014; Roderick Tang, a citizen of Malaysia, residing at 730 Chestnut Street, #3, San Carlos, CA 94070; Shengqiang Li, a citizen of the People's Republic of China, residing at 4290 Wilkie Way, Apartment L, Palo Alto, CA 94306; and Martin Bryant, a citizen of the United States of America, residing at 65 Hickory Lane, Carlisle, MA 01741, ASSIGNORS, are the inventors of the invention in RECOMBINANT RSV EXPRESSION SYSTEMS AND VACCINES for which we have executed an application for a Patent of the United States

- ☒ which is identified by Pennie & Edmonds LLP docket no. 7682-045-999
☒ which was filed on September 25, 1998, Application No. 09/161,122

and WHEREAS, Aviron, Inc., 297 North Bernardo Avenue, Mountain View, CA 94043, ASSIGNEE is desirous of obtaining our entire right, title and interest in, to and under the said invention and the said application:

NOW, THEREFORE, in consideration of the sum of One Dollar (\$1.00) to us in hand paid, and other good and valuable consideration, the receipt of which is hereby acknowledged, we, the said ASSIGNORS, have sold, assigned, transferred and set over, and by these presents do hereby sell, assign, transfer and set over, unto the said ASSIGNEE, its successors, legal representatives and assigns, our entire right, title and interest in, to and under the said invention, and the said United States application and all divisions, renewals and continuations thereof, and all Patents of the United States which may be granted thereon and all reissues and extensions thereof; and all applications for industrial property protection, including, without limitation, all applications for patents, utility models, and designs which may hereafter be filed for said invention in any country or countries foreign to the United States, together with the right to file such applications and the right to claim for the same the priority rights derived from said United States application under the Patent Laws of the United States, the International Convention for the Protection of Industrial Property, or any other international agreement or the domestic laws of the country in which any such application is filed, as may be applicable; and all forms of industrial property protection, including, without limitation, patents, utility models, inventors' certificates and designs which may be granted for said invention in any country or countries foreign to the United States and all extensions, renewals and reissues thereof;

AND WE HEREBY authorize and request the Commissioner of Patents and Trademarks of the United States, and any Official of any country or countries foreign to the United States, whose duty it is to issue patents or other evidence or forms of industrial property protection on applications as aforesaid, to issue the same to the said ASSIGNEE, its successors, legal representatives and assigns, in accordance with the terms of this instrument.

AND WE HEREBY covenant and agree that we have full right to convey the entire interest herein assigned, and that we have not executed, and will not execute, any agreement in conflict herewith.

AND WE HEREBY further covenant and agree that we will communicate to the said ASSIGNEE, its successors, legal representatives and assigns, any facts known to us respecting said invention, and testify in any legal proceeding, sign all lawful papers, execute all divisional, continuing, reissue and foreign applications, make all rightful oaths, and generally do everything possible to aid the said ASSIGNEE, its successors, legal representatives and assigns, to obtain and enforce proper protection for said invention in all countries.

IN TESTIMONY WHEREOF, We hereunto set our hands and seals the day and year set opposite our respective signatures.

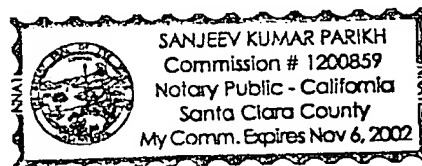
Date April 2, 2001 Hong Jin L.S.

State of California }
 County of San Mateo } SS.:

In the State of California, county of San Mateo, on 4/2/2001, before me, Sanjeev Kumar Parikh, Notary Public, personally appeared Hong Jin, personally known to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that the person executed the same in the person's authorized capacity, and that by the person's signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal

[Signature]



Date _____, 2001 _____ L.S.

Roderick Tang

State of _____ }
County of _____ } SS.:

In the State of _____, county of _____, on _____, before me, _____, Notary Public, personally appeared Roderick Tang, personally known to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that the person executed the same in the person's authorized capacity, and that by the person's signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal

Date _____, 2001 _____ L.S.

Shengqiang Li

State of _____ }
County of _____ } SS.:

In the State of _____, county of _____, on _____, before me, _____, Notary Public, personally appeared Shengqiang Li, personally known to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that the person executed the same in the person's authorized capacity, and that by the person's signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal

Date _____, 2001 _____ L.S.

Martin Bryant

State of _____ }
County of _____ } SS.:

In the State of _____, county of _____, on _____, before me, _____, Notary Public, personally appeared Martin Bryant, personally known to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that the person executed the same in the person's authorized capacity, and that by the person's signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal

ASSIGNMENT

WHEREAS, WE, Hong Jin, a citizen of the People's Republic of China, residing at 22385 Santa Paula Avenue, Cupertino, CA 95014; Roderick Tang, a citizen of Malaysia, residing at 730 Chestnut Street, #3, San Carlos, CA 94070; Shengqiang Li, a citizen of the People's Republic of China, residing at 4290 Wilkie Way, Apartment L, Palo Alto, CA 94306; and Martin Bryant, a citizen of the United States of America, residing at 65 Hickory Lane, Carlisle, MA 01741, ASSIGNORS, are the inventors of the invention in RECOMBINANT RSV EXPRESSION SYSTEMS AND VACCINES for which we have executed an application for a Patent of the United States

- ☒ which is identified by Pennie & Edmonds LLP docket no. 7682-045-999
☒ which was filed on September 25, 1998, Application No. 09/161,122

and WHEREAS, Aviron, Inc., 297 North Bernardo Avenue, Mountain View, CA 94043, ASSIGNEE is desirous of obtaining our entire right, title and interest in, to and under the said invention and the said application:

NOW, THEREFORE, in consideration of the sum of One Dollar (\$1.00) to us in hand paid, and other good and valuable consideration, the receipt of which is hereby acknowledged, we, the said ASSIGNORS, have sold, assigned, transferred and set over, and by these presents do hereby sell, assign, transfer and set over, unto the said ASSIGNEE, its successors, legal representatives and assigns, our entire right, title and interest in, to and under the said invention, and the said United States application and all divisions, renewals and continuations thereof, and all Patents of the United States which may be granted thereon and all reissues and extensions thereof; and all applications for industrial property protection, including, without limitation, all applications for patents, utility models, and designs which may hereafter be filed for said invention in any country or countries foreign to the United States, together with the right to file such applications and the right to claim for the same the priority rights derived from said United States application under the Patent Laws of the United States, the International Convention for the Protection of Industrial Property, or any other international agreement or the domestic laws of the country in which any such application is filed, as may be applicable; and all forms of industrial property protection, including, without limitation, patents, utility models, inventors' certificates and designs which may be granted for said invention in any country or countries foreign to the United States and all extensions, renewals and reissues thereof;

AND WE HEREBY authorize and request the Commissioner of Patents and Trademarks of the United States, and any Official of any country or countries foreign to the United States, whose duty it is to issue patents or other evidence or forms of industrial property protection on applications as aforesaid, to issue the same to the said ASSIGNEE, its successors, legal representatives and assigns, in accordance with the terms of this instrument.

AND WE HEREBY covenant and agree that we have full right to convey the entire interest herein assigned, and that we have not executed, and will not execute, any agreement in conflict herewith.

AND WE HEREBY further covenant and agree that we will communicate to the said ASSIGNEE, its successors, legal representatives and assigns, any facts known to us respecting said invention, and testify in any legal proceeding, sign all lawful papers, execute all divisional, continuing, reissue and foreign applications, make all rightful oaths, and generally do everything possible to aid the said ASSIGNEE, its successors, legal representatives and assigns, to obtain and enforce proper protection for said invention in all countries.

IN TESTIMONY WHEREOF, We hereunto set our hands and seals the day and year set opposite our respective signatures.

Date _____, 2001 Hong Jin L.S.

State of _____)
County of _____) SS.:

In the State of _____, county of _____, on _____, before me, _____, Notary Public, personally appeared Hong Jin, personally known to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that the person executed the same in the person's authorized capacity, and that by the person's signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal

Date 2 April, 2001

Roderick Tang
Roderick Tang

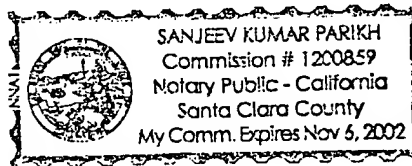
L.S.

State of California }
County of Santa Clara } SS.:

In the State of California, county of Santa Clara, on 4/2/2001, before me, Sanjeev Parikh, Notary Public, personally appeared Roderick Tang, personally known to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that the person executed the same in the person's authorized capacity, and that by the person's signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal

Sanjeev Parikh



Date _____, 2001

Shengqiang Li

L.S.

State of _____ }
County of _____ } SS.:

In the State of _____, county of _____, on _____, before me, _____, Notary Public, personally appeared Shengqiang Li, personally known to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that the person executed the same in the person's authorized capacity, and that by the person's signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal

Date _____, 2001

Martin Bryant

L.S.

State of _____ }
County of _____ } SS.:

In the State of _____, county of _____, on _____, before me, _____, Notary Public, personally appeared Martin Bryant, personally known to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that the person executed the same in the person's authorized capacity, and that by the person's signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal

ASSIGNMENT

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☒ which was filed on September 25, 1998, Application No. 09/161,122

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NOW, THEREFORE, in consideration of the sum of One Dollar (\$1.00) to us in hand paid, and other good and valuable consideration, the receipt of which is hereby acknowledged, we, the said ASSIGNORS, have sold, assigned, transferred and set over, and by these presents do hereby sell, assign, transfer and set over, unto the said ASSIGNEE, its successors, legal representatives and assigns, our entire right, title and interest in, to and under the said invention, and the said United States application and all divisions, renewals and continuations thereof, and all Patents of the United States which may be granted thereon and all reissues and extensions thereof; and all applications for industrial property protection, including, without limitation, all applications for patents, utility models, and designs which may hereafter be filed for said invention in any country or countries foreign to the United States, together with the right to file such applications and the right to claim for the same the priority rights derived from said United States application under the Patent Laws of the United States, the International Convention for the Protection of Industrial Property, or any other international agreement or the domestic laws of the country in which any such application is filed, as may be applicable; and all forms of industrial property protection, including, without limitation, patents, utility models, inventors' certificates and designs which may be granted for said invention in any country or countries foreign to the United States and all extensions, renewals and reissues thereof;

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IN TESTIMONY WHEREOF, We hereunto set our hands and seals the day and year set opposite our respective signatures.

Date _____, 2001 Hong Jin L.S.

State of _____ }
County of _____ } SS.:

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WITNESS my hand and official seal

Date _____, 2001 _____ L.S.

Roderick Tang

State of _____ }
County of _____ } SS.:

In the State of _____, county of _____, on _____, before me, _____, Notary Public, personally appeared Roderick Tang, personally known to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that the person executed the same in the person's authorized capacity, and that by the person's signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

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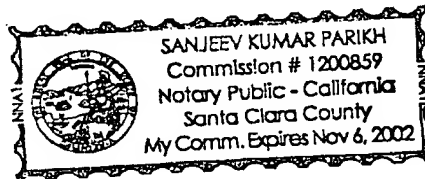
Date 3/30, 2001 _____ L.S.

Shengqiang Li

State of California }
County of Santa Clara } SS.:

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 County of _____ } SS.:

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WITNESS my hand and official seal

Date _____, 2001 _____ L.S.

Roderick Tang

State of _____ }
County of _____ } SS.:

In the State of _____, county of _____, on _____, before me, _____, Notary Public, personally appeared Roderick Tang, personally known to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that the person executed the same in the person's authorized capacity, and that by the person's signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal

Date _____, 2001 _____ L.S.

Shengqiang Li

State of _____ }
County of _____ } SS.:

In the State of _____, county of _____, on _____, before me, _____, Notary Public, personally appeared Shengqiang Li, personally known to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that the person executed the same in the person's authorized capacity, and that by the person's signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal

Date March 30, 2001 _____ L.S.

Martin Bryant

State of Massachusetts }
County of Suffolk } SS.:

In the State of Massachusetts, county of Suffolk, on March 30, 2001, before me, Cynthia B. Cagne, Notary Public, personally appeared Martin Bryant, personally known to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that the person executed the same in the person's authorized capacity, and that by the person's signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal



CYNTHIA B. CAGNE

Notary Public

My Comm. Expires Sept. 25, 2003

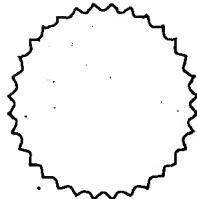
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "AVIRON", CHANGING ITS NAME FROM "AVIRON" TO "MEDISTONE VACCINES, INC.", FILED IN THIS OFFICE ON THE TENTH DAY OF APRIL, A.D. 2002, AT 11 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2600915 8100

AUTHENTICATION: 1712941

020228733

DATE: 04-10-02

APR 10 2002 12:46

302 655 5049

PAGE.02

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 11:00 AM 04/10/2002
020228733 - 2600815

AVIRON

**CERTIFICATE OF AMENDMENT TO AMENDED
AND RESTATED CERTIFICATE OF INCORPORATION**

AVIRON, a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certifies as follows:

1. The Board of Directors of the Corporation, acting by the Written Consent of its Sole Director, duly adopted, pursuant to Section 242 of the General Corporation Law of the State of Delaware (the "GCL"), resolutions setting forth this proposed Amendment to the Amended and Restated Certificate of Incorporation of said Corporation and declaring said Amendment to be advisable and directing that such Amendment be presented to the sole stockholder of the Corporation for consideration and approval:

2. The stockholder of the Corporation, acting by the Written Consent of its Sole Stockholder, approved and adopted this proposed Amendment to the Restated Certificate of Incorporation of said Corporation in accordance with Section 242 of the GCL:

3. Article 1 of the Amended and Restated Certificate of Incorporation of the Corporation, dated January 15, 2002, is hereby amended to read in full as follows:

"The name of the Corporation is: MedImmune Vaccines, Inc."

04/10/2002 13:45 212-259-7382
FROM CORPORATION TRUST 302-655-5049

DEWEY BALLANTINE LLP PAGE 04
(WED) 4.10.02 11:47/ST. 11:47/NO. 4862069309 F 4

IN WITNESS WHEREOF, AVIRON has caused this Certificate to be signed by
David M. Mott, Chief Executive Officer, this day 4 of April 2002.

AVIRON

By: 

David M. Mott
Chief Executive Officer

NY-409404.3

PAGE 03

DEWEY BALLANTINE LLP

212-259-7382

04/10/2002 10:54

APR 10 2002 12:46

302 655 5049

PAGE.04

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"MEDIMMUNE VACCINES, INC.", A DELAWARE CORPORATION,
WITH AND INTO "MEDIMMUNE, INC." UNDER THE NAME OF
"MEDIMMUNE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER
THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS
OFFICE THE TWENTY-FIFTH DAY OF MARCH, A.D. 2008, AT 9:31 O'CLOCK
P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY
OF MARCH, A.D. 2008, AT 11:59 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE
NEW CASTLE COUNTY RECORDER OF DEEDS.

2130616 8100M

080355660

You may verify this certificate online
at corp.delaware.gov/authver.shtml



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6479339

DATE: 03-26-08

CERTIFICATE OF OWNERSHIP

MERGING

MEDIMMUNE VACCINES, INC.

INTO

MEDIMMUNE, INC.

(pursuant to Section 253 of the General Corporation Law of Delaware)

* * * * *

MedImmune, Inc., a corporation incorporated pursuant to the provisions of the General Corporation Law of the State of Delaware;

DOES HEREBY CERTIFY:

FIRST: That this corporation owns 100% of the issued and outstanding capital stock of MedImmune Vaccines, Inc., a corporation incorporated on the 7th day of March, 1996, pursuant to the provisions of the Delaware General Corporations Law and that this corporation, by a resolution of its Board of Directors duly adopted at a duly called meeting, determined to merge into itself said MedImmune Vaccines, Inc. as of 11:59 p.m. on March 31, 2008, which resolution is in the following words to wit:

WHEREAS, MedImmune, Inc. (the "Corporation") is the beneficial and record owner of all of the issued and outstanding capital stock of MedImmune Vaccines, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Subsidiary"); and

WHEREAS, the Corporation desires to merge into itself the Subsidiary, and to be possessed of all the estate, property, rights, privileges and franchises of the Subsidiary (the "Merger"), pursuant to an Agreement and Plan of Merger attached hereto as Exhibit A (the "Merger Agreement") pursuant to which the Corporation shall be the surviving entity;

NOW, THEREFORE, BE IT RESOLVED, that each of the Merger Agreement and the Merger is hereby approved and adopted in all respects and the Corporation is hereby directed to assume all of the Subsidiary's liabilities and obligations;

FURTHER RESOLVED, that any officer of the Corporation be and he or she is hereby directed to make and execute the Merger Agreement and a certificate of ownership setting forth a copy of the resolution to merge the Subsidiary into the Corporation with the Corporation as the surviving corporation

and assume the Subsidiary's liabilities and obligations, and the date of adoption thereof, and to file the same in the office of the Secretary of State of Delaware, and a certified copy thereof in the office of the Recorder of Deeds of New Castle County; and

FURTHER RESOLVED, that the officers of the Corporation be and they hereby are authorized and directed to do all acts and things whatsoever, whether within or without the State of Delaware; which may be in any way necessary or proper to effect said Merger.

[THIS SPACE INTENTIONALLY LEFT BLANK.]

IN WITNESS WHEREOF, said parent corporation has caused its corporate seal to be affixed and this Certificate to be signed by an authorized officer this 21st day of March, 2008.

MEDIMMUNE, INC.

By: /s/ William C. Bertrand, Jr.

Name: William C. Bertrand, Jr.

Title: Senior Vice President, General Counsel
and Secretary

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "MEDIMMUNE, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "MEDIMMUNE, INC." TO "MEDIMMUNE, LLC", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF MARCH, A.D. 2008, AT 9:31 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE FIRST DAY OF APRIL, A.D. 2008, AT 12:01 O'CLOCK A.M.



2130616 8100V

080355665

You may verify this certificate online
at corp.delaware.gov/authver.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6478252

DATE: 03-26-08

Delaware

PAGE 2

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF FORMATION OF "MEDIMMUNE, LLC" FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF MARCH, A.D. 2008, AT 9:31 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF FORMATION IS THE FIRST DAY OF APRIL, A.D. 2008, AT 12:01 O'CLOCK A.M.



2130616 8100V

080355665

You may verify this certificate online
at corp.delaware.gov/authver.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6478252

DATE: 03-26-08

CERTIFICATE OF CONVERSION

CONVERTING

MEDIMMUNE, INC.
(A Delaware Corporation)

TO

MEDIMMUNE, LLC
(A Delaware Limited Liability Company)

MedImmune, LLC, the continuing Delaware limited liability company (the "Company"), following the conversion of MedImmune, Inc. (the "Converting Corporation") to the Company, hereby certifies that:

1. Name of Converting Corporation. The name of the Converting Corporation immediately prior to the filing of this Certificate of Conversion was "MedImmune, Inc."

2. Date and Jurisdiction of Organization of Converting Corporation. The date on which, and the jurisdiction where, the Converting Corporation was organized are as follows:

<u>Date</u>	<u>Jurisdiction</u>
June 29, 1987	Delaware

3. Name of Converted Limited Liability Company. The name of the Delaware limited liability company to which the Converting Corporation has been converted and the name set forth in the Certificate of Formation of the Company filed in accordance with Section 18-214(b) of the Delaware Limited Liability Company Act is "MedImmune, LLC."

4. Approval of Conversion. The conversion of the Converting Corporation to the Company has been approved in accordance with the provisions of Section 266 of the Delaware General Corporation Law and Section 18-214 of the Delaware Limited Liability Company Act.

5. Effective Time. This Certificate shall be effective as of 12:01 a.m. on April 1, 2008 after its filing in the Office of the Secretary of the State of the State of Delaware.

{signature page follows}

IN WITNESS WHEREOF, the undersigned have duly executed this Certificate of Conversion as of March 25, 2008.

MedImmune, LLC

By: /s/William C. Bertrand

Name: William C. Bertrand, Jr.

Title: Senior Vice President, General
Counsel and Corporate Secretary

**CERTIFICATE OF FORMATION
OF
MEDIMMUNE, LLC**

This Certificate of Formation is being executed as of March 25, 2008 for the purpose of forming a limited liability company pursuant to the Delaware Limited Liability Company Act, 6 Del. C. §§ 18-101 et seq. (the "Delaware LLC Act").

The undersigned, being duly authorized to execute and file this Certificate of Formation, does hereby certify as follows:

1. Name. The name of the limited liability company is MedImmune, LLC (the "Company").

2. Registered Office and Registered Agent. The Company's registered office in the State of Delaware is located at Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801. The registered agent of the Company for service of process at such address is The Corporation Trust Company.

3. Conversion. The Company has been converted to a Delaware limited liability company pursuant to Section 18-214 of the Delaware LLC Act.

4. Effective Time. This Certificate shall be effective as of 12:01 a.m. on April 1, 2008 after its filing in the Office of the Secretary of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Formation as of the day and year first above written.

/s/William C. Bertrand

Name: William C. Bertrand, Jr.
Title: Senior Vice President, General
Counsel and Secretary